

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:

Chapter 11

DELPHI CORPORATION, *et al.*,

Case No. 05-44481 (RDD)

Debtors.

(Jointly administered with
Delphi Automotive Systems, LLC,
Case No. 05-44640)

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**AMENDED NOTICE REGARDING TRANSFER OF CLAIM
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 3001(e)(2)**

To: Murata Electronics North America, Inc.
2200 Lake Park Drive
Smyrna, GA 30080-7604
Attention: Mr. Yoshi Nishida, Treasurer-Corporate Controller
Fax No.: 770-319-3112
Phone No.: 770-433-7881

Your claim, as evidenced by your proof of claim against Delphi Automotive Systems, LLC, a debtor and debtor-in-possession in the above-captioned case (dated July 26, 2006, and docketed as Claim No. 11053, a copy of the first page of which is attached hereto as Exhibit A), as stipulated and agreed pursuant to that certain Joint Settlement Agreement, Stipulation, and Agreed Order to Permit Setoff of Obligations between Delphi Automotive Systems, Delphi Mechatronics Systems, Inc. and Murata Electronics North America, Inc. and to Resolve Objections to and Reduce Claim Numbers 11052 and 11053 (dated July 30, 2007, and approved August 29, 2007, a copy of the first page of which is attached hereto as Exhibit B) (the "Stipulation"), consisting of (i) the allowed general unsecured claim in the amount of \$3,605,903.86 referenced in paragraph 4 of the Stipulation and (ii) the \$111,941.07 claim referenced in paragraph 6 of the Stipulation, has been transferred, pursuant to the terms of the Evidence of Transfer of Claim attached hereto as Exhibit C, to Merrill Lynch Credit Products, LLC (the "Transferee"), its successors and assigns, with offices located at:

Merrill Lynch Credit Products, LLC
4 World Financial Center, 7th Floor
New York, New York 10080
Attention: Gary S. Cohen / Christopher Moon
Telephone: (212) 449-4969
Facsimile: (212) 449-0769

No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE YOU MUST FILE A WRITTEN OBJECTION WITH:**

United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004-1408

SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.

Refer to Internal Control No. _____ in your objection.

IF YOU FILE AN OBJECTION, A HEARING WILL BE SCHEDULED.

IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE
SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT.

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on
_____, 2007.

INTERNAL CONTROL NO. _____

Copy to Transferee: _____

Claims Agent Noticed: _____

Deputy Clerk

EXHIBIT A

Proof of Claim

FORM B10 (Official Form 10) (04/05)

UNITED STATES BANKRUPTCY COURT <u>Southern</u> DISTRICT OF <u>New York</u>		PROOF OF CLAIM
Name of Debtor: <u>Delphi Automotive Systems, LLC</u>		Case Number: <u>05-44640</u>
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (The person or other entity to whom the debtor owes money or property): <u>Murata Electronics North America, Inc.</u>		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent: <u>2200 Lake Park Drive</u> <u>Smyrna, GA 30080-7604</u> <u>Attn: Treasurer/Corp. Controller</u>		
Telephone number: <u>770-436-1300</u>		THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor: <u>6029</u>		Check here <input type="checkbox"/> replaces a previously filed claim, dated: _____ if this claim <input type="checkbox"/> amends
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Loaned <input type="checkbox"/> Personal Injury <input checked="" type="checkbox"/> Other <u>contract cancellation</u> <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ <div style="text-align: center;">(date) (date)</div>		
2. Date debt was incurred: <u>Various-see attached Exhibits A-E</u>		3. If court judgment, date obtained: <u>N/A</u>
4. Total Amount of Claim at Time Case Filed: <u>\$3,579,343.86*</u> <u>\$33,926.12*</u> <u>\$111,941.07*</u> <u>\$3,725,211.05</u> <div style="text-align: center;">(unsecured) (secured) (priority) (Total)</div> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other <u>setoff / recoupment</u> Value of Collateral: <u>\$ 33,926.12*</u> Amount of arrearage and other charges at time case filed included in secured claim, if any: <u>\$ N/A</u>		7. Unsecured Priority Claim. <input checked="" type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority <u>\$111,941.07*</u> Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input checked="" type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(1) reclamation claim *Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.
6. Unsecured Nonpriority Claim <u>\$3,579,343.86*</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. *		
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		
Date: <u>Jul 21, 2006</u>	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): <u>Yoshihiro Nishida</u> <u>Toshi Yasutaka, Treasurer/Controller</u>	

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

*See attached Exhibits A-E for further description of claim.

EXHIBIT B

Stipulation

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Conflicts Counsel for Delphi Corporation, *et al.*,
Debtors and Debtors in Possession,
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <i>et al.</i> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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**JOINT SETTLEMENT AGREEMENT, STIPULATION, AND
AGREED ORDER TO PERMIT SETOFF OF OBLIGATIONS BETWEEN
DELPHI AUTOMOTIVE SYSTEMS, DELPHI MECHATRONICS SYSTEMS,
INC. AND MURATA ELECTRONICS NORTH AMERICA, INC. AND TO
RESOLVE OBJECTIONS TO AND REDUCE CLAIM NUMBERS 11052 AND 11053**

WHEREAS, on October 8, 2005, Delphi Corporation ("Delphi") and certain of its U.S. subsidiaries (the "Initial Filers") including, without limitation, Delphi Automotive Systems, LLC ("DAS") and Delphi Mechatronic Systems, Inc. ("Mechatronics"), filed voluntary petitions for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy

EXHIBIT C

Evidence of Transfer of Claim

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: MERRILL LYNCH CREDIT PRODUCTS, LLC

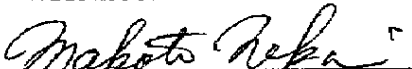
MURATA ELECTRONICS NORTH AMERICA, INC., a corporation organized under the laws of the State of Texas, with offices located at 2200 Lake Park Drive, Smyrna, GA 30080-7604 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Transfer of Claim Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to MERRILL LYNCH CREDIT PRODUCTS, LLC, its successors and assigns, with offices located at 4 World Financial Center, 7th Floor, New York, NY 10080 ("Buyer"), all right, title and interest in and to the claims of Seller against Delphi Automotive Systems, LLC, docketed as Claim No. 11053 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44640, as modified by that certain "Joint Settlement Agreement, Stipulation, And Agreed Order To Permit Setoff Of Obligations Between Delphi Automotive Systems, Delphi Mechatronics Systems, Inc. And Murata Electronics North America, Inc. And To Resolve Objections To And Reduce Claim Numbers 11052 And 11053", dated July 30, 2007, entered August 29, 2007.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHEREOF, dated as of the 31st day of August, 2007.

**MURATA ELECTRONICS NORTH
AMERICA, INC.**

WITNESS:

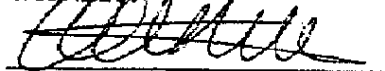

(Signature)

Name: *Makoto Nakai*
Title: *Contract Coordinator*
(Print name and title of witness)

By: 
(Signature of authorized corporate officer)

Name: *Yoshihiro Nishida*
Title: *Treasurer, Corporate Controller*
Tel.: *770 - 805 - 3186*

WITNESS:



(Signature)

Name: *Christopher Moon*

Title:

(Print name and title of witness)

MERRILL LYNCH CREDIT PRODUCTS, LLC

GC

By: 

(Signature of authorized corporate officer)

Name: *Ronald Tada*

Title: *Vice President*

Tel.: *212-619-4969*

[SIGNATURE PAGE FOR EVIDENCE OF TRANSFER OF CLAIM, DATED AUGUST 31, 2007, BY AND BETWEEN MURATA ELECTRONICS NORTH AMERICA, INC. AND MERRILL LYNCH CREDIT PRODUCTS, LLC]